

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Certificate of Conversion and Name Change

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Cartoon Network LP, LLLP		12/28/2006	Limited liability limited partnership: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	The Cartoon Network, Inc.
<b>Street Address:</b>	1050 Techwood Drive, NW
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30318
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 78**

Property Type	Number	Word Mark
Registration Number:	2732402	THE POWERPUFF GIRLS
Registration Number:	2565572	THE POWERPUFF GIRLS
Registration Number:	2565575	THE POWERPUFF GIRLS
Registration Number:	2565570	THE POWERPUFF GIRLS
Registration Number:	2579135	THE POWERPUFF GIRLS
Registration Number:	2771112	THE POWERPUFF GIRLS
Registration Number:	2591974	THE POWERPUFF GIRLS
Registration Number:	2565573	THE POWERPUFF GIRLS
Registration Number:	2618493	THE POWERPUFF GIRLS
Registration Number:	2565571	THE POWERPUFF GIRLS
Registration Number:	2595265	THE POWERPUFF GIRLS
Registration Number:	2490744	THE POWERPUFF GIRLS
Registration Number:	2620781	THE POWERPUFF GIRLS

OP \$1965.00 2732402

Registration Number:	3140544	TICKLE U
Registration Number:	3102245	TICKLE U
Registration Number:	2589711	TIME SQUAD
Registration Number:	2572134	TIME SQUAD
Registration Number:	2448771	TOON HEADS
Registration Number:	2623966	TOONAMI REACTOR
Registration Number:	3137277	TOONAMI
Registration Number:	2581247	TOONAMI
Registration Number:	2535999	TOONAMI
Registration Number:	2475791	TOONAMI
Registration Number:	2721768	UNCLE GUS
Registration Number:	3139463	VENTURE BROS.
Registration Number:	2977411	VENTURE BROS.
Registration Number:	3042221	VENTURE BROS.
Registration Number:	2798246	WE ARE CARTOONS
Registration Number:	2208897	WHAT A CARTOON!
Registration Number:	2646718	WHATEVER HAPPENED TO ROBOT JONES?
Registration Number:	2981451	WIN WHEEL
Serial Number:	78962408	THE SECRET SATURDAYS
Serial Number:	78704041	THE TOPSIDE RAG
Serial Number:	78926450	THE UPSTATE FOUR
Serial Number:	78665157	TICKLE U
Serial Number:	78665158	TICKLE U
Serial Number:	78665159	TICKLE U
Serial Number:	78665160	TICKLE U
Serial Number:	78655986	TICKLE U
Serial Number:	78652249	TICKLE U
Serial Number:	78652253	TICKLE U
Serial Number:	78652261	TICKLE U
Serial Number:	78652295	TICKLE U
Serial Number:	77043197	TIM AND ERIC AWESOME SHOW, GREAT JOB
Serial Number:	77043198	TIM AND ERIC AWESOME SHOW, GREAT JOB
Serial Number:	77043200	TIM AND ERIC AWESOME SHOW, GREAT JOB
Serial Number:	77043201	TIM AND ERIC AWESOME SHOW, GREAT JOB
Serial Number:	77043196	TIM AND ERIC AWESOME SHOW, GREAT JOB

Serial Number:	78661389	TOONAMI JETSTREAM
Serial Number:	78843204	TOONAMI JETSTREAM
Serial Number:	78660298	TOONAMI
Serial Number:	78800815	TYRONE'S INFERNO
Serial Number:	78800816	TYRONE'S INFERNO
Serial Number:	78800819	TYRONE'S INFERNO
Serial Number:	78800826	TYRONE'S INFERNO
Serial Number:	78800812	TYRONE'S INFERNO
Serial Number:	76516639	VENTURE BROS.
Serial Number:	76516643	VENTURE BROS.
Serial Number:	78785346	WEASEL PATROL
Serial Number:	78688241	WEIGHTY DECISIONS
Serial Number:	78902414	WELCOME TO WACKVILLE
Serial Number:	78783782	WENDELL & WUGGUMS
Serial Number:	77041177	WE'RE ON IT
Serial Number:	78738936	WHAT A BUNCH OF CHARACTERS
Serial Number:	78738905	WHAT A BUNCH OF CHARACTERS
Serial Number:	78957165	WHAT'S WRONG WITH RUTH?
Serial Number:	78606828	WHISKEY TANGO 6
Serial Number:	77058909	WILLIAMS STREET
Serial Number:	77059094	WILLIAMS STREET
Serial Number:	77058916	WILLIAMS STREET
Serial Number:	77058915	WILLIAMS STREET
Serial Number:	77058913	WILLIAMS STREET
Serial Number:	77037272	WILLIAMS STREET
Serial Number:	77037274	WILLIAMS STREET
Serial Number:	77037275	WILLIAMS STREET
Serial Number:	77037276	WILLIAMS STREET
Serial Number:	77037265	WILLIAMS STREET
Serial Number:	78320794	WONDER REALM

**CORRESPONDENCE DATA**

Fax Number: (404)815-6555

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 404-532-6937

Email: wstrademarks@kilpatrickstockton.com

Correspondent Name: Olivia Maria Baratta  
Address Line 1: 1100 Peachtree Street  
Address Line 2: Suite 2800  
Address Line 4: Atlanta, GEORGIA 30309-4530

ATTORNEY DOCKET NUMBER:	55711-337526
NAME OF SUBMITTER:	Olivia Maria Baratta
Signature:	/Maria Baratta/
Date:	01/16/2007

**Total Attachments: 6**

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "THE CARTOON NETWORK LP, LLLP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "THE CARTOON NETWORK LP, LLLP" TO "THE CARTOON NETWORK, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 1:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2985288 8100V

061195121

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5320196

DATE: 01-02-07

TRADEMARK

REEL: 003461 FRAME: 0076

**CERTIFICATE OF CONVERSION AND NAME CHANGE  
OF THE CARTOON NETWORK LP, LLLP TO  
A CORPORATION PURSUANT TO SECTION 265  
OF THE DELAWARE GENERAL CORPORATION LAW**


1. The date on which the entity was first formed is December 28, 1998.
2. The name of the limited liability limited partnership herein being converted immediately prior to filing this Certificate is The Cartoon Network LP, LLLP.
3. The name of the corporation, into which the limited liability limited partnership is herein being converted, as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) of the General Corporation Law of the State of Delaware (the "DGCL") is The Cartoon Network, Inc.
4. The limited liability limited partnership herein being converted is duly formed and existing under the laws of Delaware.
5. The conversion shall be effective at 11:58 p.m. EST on December 31, 2006.
6. Pursuant to Section 265(f) of the DGCL, the converted corporation shall for all purposes be deemed the same entity as the limited liability limited partnership. All property (including, without limitation, intellectual property) of the limited liability limited partnership prior to the conversion shall remain vested in and shall be the property of the converted corporation following the conversion without any requirement for assignment or other transfer.

*[Signature on following page]*

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:48 PM 12/28/2006  
FILED 01:20 PM 12/28/2006  
SRV 061195121 - 2985288 FILE

IN WITNESS WHEREOF, the undersigned General Partner of The Cartoon Network LP, LLLP executes this Certificate of Conversion this 28th day of December, 2006.

TURNER ENTERTAINMENT  
NETWORKS, INC., its General Partner

By:   
Name: Louise S. Sams  
Title: Vice President and Secretary

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "THE CARTOON NETWORK, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 1:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:58 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2985288 8100V

061195121



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5320196

DATE: 01-02-07

TRADEMARK  
REEL: 003461 FRAME: 0079



**THE CARTOON NETWORK, INC.**

**CERTIFICATE OF INCORPORATION**

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby execute this Certificate of Incorporation and do hereby certify as follows:

FIRST. The name of the corporation is The Cartoon Network, Inc. The corporation is being incorporated in connection with the conversion of Cartoon Network LP, LLLP to a corporation (the "Conversion"), and is being filed simultaneously with the Certificate of Conversion of Cartoon Network LP, LLLP to the corporation.

SECOND. The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 200. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class. Upon the Effective Time (as defined below) of the Certificate of Conversion of Cartoon Network LP, LLLP to the corporation and this Certificate of Incorporation, all the limited partner interests and all the general partner interests (collectively, "LP Interests") in Cartoon Network LP, LLLP issued and outstanding immediately prior to the Effective Time will be automatically converted into and exchanged for 100 fully paid and nonassessable shares of Common Stock, without any action required on the part of the corporation or the former holders of LP Interests.

FIFTH. The incorporator of the corporation is Brendan P. McGill, whose mailing address is Alston & Bird LLP, 1201 West Peachtree Street, Atlanta, Georgia 30309-3424.

SIXTH. Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any by-law whether adopted by them or otherwise.

EIGHTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent

*State of Delaware  
Secretary of State  
Division of Corporations  
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**TRADEMARK**

**REEL: 003461 FRAME: 0080**

such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.


TENTH. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the persons who are to serve as the directors of the corporation until the first annual meeting of stockholders of the corporation, or until their successors are duly elected and qualified, are:

Victoria W. Miller  
One CNN Center  
Atlanta, Georgia 30303

Louise S. Sams  
One CNN Center  
Atlanta, Georgia 30303

This Certificate of Incorporation shall be effective at 11:58 p.m. EST on December 31, 2006 (the "Effective Time").

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed on this 28<sup>th</sup> day of December, 2006.



\_\_\_\_\_  
Brendan P. McGill  
Incorporator